

**FCC FORM 490**  
**EXHIBIT 1**  
**PAGE 5 OF 9**

<i>CALL SIGN</i>	<i>RADIO SERVICE</i>	<i>CODE</i>	<i>PART</i>
WPHD809	Private Carrier Paging Service	GS	90
WPHD863	Private Carrier Paging Service	GS	90
WPHD903	Private Carrier Paging Service	GS	90
WPHE484	Private Carrier Paging Service	GS	90
WPHF317	Private Carrier Paging Service	GS	90
WPHF321	Private Carrier Paging Service	GS	90
WPHF325	Private Carrier Paging Service	GS	90
WPHF329	Private Carrier Paging Service	GS	90
WPHF445	Private Carrier Paging Service	GS	90
WPHG848	Private Carrier Paging Service	GS	90
WPHG852	Private Carrier Paging Service	GS	90
WPHJ604	Private Carrier Paging Service	GS	90
WPHJ607	Private Carrier Paging Service	GS	90
WPHM231	Private Carrier Paging Service	GS	90
WPHM271	Private Carrier Paging Service	GS	90
WPHN729	Private Carrier Paging Service	GS	90
WPHN730	Private Carrier Paging Service	GS	90
WPHQ354	Private Carrier Paging Service	GS	90
WPHT971	Private Carrier Paging Service	GS	90
WPHU250	Private Carrier Paging Service	GS	90
WPHU254	Private Carrier Paging Service	GS	90
WPHU258	Private Carrier Paging Service	GS	90
WPHU262	Private Carrier Paging Service	GS	90
WPHU266	Private Carrier Paging Service	GS	90
WPHU270	Private Carrier Paging Service	GS	90
WPHU282	Private Carrier Paging Service	GS	90
WPHU286	Private Carrier Paging Service	GS	90
WPHU290	Private Carrier Paging Service	GS	90
WPHU294	Private Carrier Paging Service	GS	90
WPHU298	Private Carrier Paging Service	GS	90
WPHU302	Private Carrier Paging Service	GS	90
WPHU606	Private Carrier Paging Service	GS	90
WPHV501	Private Carrier Paging Service	GS	90
WPHX466	Private Carrier Paging Service	GS	90
WPHX848	Private Carrier Paging Service	GS	90

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<i><b>CALL SIGN</b></i>	<i><b>RADIO SERVICE</b></i>	<i><b>CODE</b></i>	<i><b>PART</b></i>
WPHX892	Private Carrier Paging Service	GS	90
WPHY955	Private Carrier Paging Service	GS	90
WPHZ311	Private Carrier Paging Service	GS	90
WPHZ312	Private Carrier Paging Service	GS	90
WPHZ313	Private Carrier Paging Service	GS	90
WPHZ354	Private Carrier Paging Service	GS	90
WPIB632	Private Carrier Paging Service	GS	90
WPIC423	Private Carrier Paging Service	GS	90
WPIC424	Private Carrier Paging Service	GS	90
WPIC868	Private Carrier Paging Service	GS	90
WPIC919	Private Carrier Paging Service	GS	90
WPID779	Private Carrier Paging Service	GS	90
WPID814	Private Carrier Paging Service	GS	90
WPIF814	Private Carrier Paging Service	GS	90
WPIF826	Private Carrier Paging Service	GS	90
WPIM205	Private Carrier Paging Service	GS	90
WPIM488	Private Carrier Paging Service	GS	90
WPIM493	Private Carrier Paging Service	GS	90
WPIM494	Private Carrier Paging Service	GS	90
WPIM496	Private Carrier Paging Service	GS	90
WPIM497	Private Carrier Paging Service	GS	90
WPIM499	Private Carrier Paging Service	GS	90
WPIM506	Private Carrier Paging Service	GS	90
WPIM511	Private Carrier Paging Service	GS	90
WPIM512	Private Carrier Paging Service	GS	90
WPIM513	Private Carrier Paging Service	GS	90
WPIM514	Private Carrier Paging Service	GS	90
WPIP933	Private Carrier Paging Service	GS	90
WPIP942	Private Carrier Paging Service	GS	90
WPIP955	Private Carrier Paging Service	GS	90
WPIP956	Private Carrier Paging Service	GS	90
WPIP957	Private Carrier Paging Service	GS	90
WPIS730	Private Carrier Paging Service	GS	90
WPIS731	Private Carrier Paging Service	GS	90
WPIS732	Private Carrier Paging Service	GS	90

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<i><b>CALL SIGN</b></i>	<i><b>RADIO SERVICE</b></i>	<i><b>CODE</b></i>	<i><b>PART</b></i>
WPIU275	Private Carrier Paging Service	GS	90
WPIU276	Private Carrier Paging Service	GS	90
WPJI873	Private Carrier Paging Service	GS	90
WPJI875	Private Carrier Paging Service	GS	90
WPJJ406	Private Carrier Paging Service	GS	90
WPJK231	Private Carrier Paging Service	GS	90
WPJK234	Private Carrier Paging Service	GS	90
WPJK371	Private Carrier Paging Service	GS	90
WPJK532	Private Carrier Paging Service	GS	90
WPJR869	Private Carrier Paging Service	GS	90
WPJR871	Private Carrier Paging Service	GS	90
WPJR970	Private Carrier Paging Service	GS	90
WPJS300	Private Carrier Paging Service	GS	90
WPJS497	Private Carrier Paging Service	GS	90
WPJS529	Private Carrier Paging Service	GS	90
WPJS531	Private Carrier Paging Service	GS	90
WPJU312	Private Carrier Paging Service	GS	90
WPJU506	Private Carrier Paging Service	GS	90
WPJU618	Private Carrier Paging Service	GS	90
WPJU620	Private Carrier Paging Service	GS	90
WPJV725	Private Carrier Paging Service	GS	90
WPJV877	Private Carrier Paging Service	GS	90
WPJV879	Private Carrier Paging Service	GS	90
WPJX219	Private Carrier Paging Service	GS	90
WPJX743	Private Carrier Paging Service	GS	90
WPJX817	Private Carrier Paging Service	GS	90
WPJX903	Private Carrier Paging Service	GS	90
WPJX987	Private Carrier Paging Service	GS	90
WPJY333	Private Carrier Paging Service	GS	90
WPJY337	Private Carrier Paging Service	GS	90
WPJY561	Private Carrier Paging Service	GS	90
WPJY689	Private Carrier Paging Service	GS	90
WPJY758	Private Carrier Paging Service	GS	90
WPJY763	Private Carrier Paging Service	GS	90
WPKA825	Private Carrier Paging Service	GS	90

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<i>CALL SIGN</i>	<i>RADIO SERVICE</i>	<i>CODE</i>	<i>PART</i>
WPKC580	Private Carrier Paging Service	GS	90
WPKC581	Private Carrier Paging Service	GS	90
WPKC602	Private Carrier Paging Service	GS	90
WPKC673	Private Carrier Paging Service	GS	90
WPKC716	Private Carrier Paging Service	GS	90
WPKI207	Private Carrier Paging Service	GS	90
WPKI209	Private Carrier Paging Service	GS	90
WPKI211	Private Carrier Paging Service	GS	90
WPKI376	Private Carrier Paging Service	GS	90
WPKI478	Private Carrier Paging Service	GS	90
WPKI582	Private Carrier Paging Service	GS	90
WPKJ838	Private Carrier Paging Service	GS	90
WPKJ852	Private Carrier Paging Service	GS	90
WPKK992	Private Carrier Paging Service	GS	90
WPKM590	Private Carrier Paging Service	GS	90
WPKM696	Private Carrier Paging Service	GS	90
WPKX580	Private Carrier Paging Service	GS	90
WPKX581	Private Carrier Paging Service	GS	90
WPKX583	Private Carrier Paging Service	GS	90
WPKX584	Private Carrier Paging Service	GS	90
WPKX586	Private Carrier Paging Service	GS	90
WPKX587	Private Carrier Paging Service	GS	90
WPKY832	Private Carrier Paging Service	GS	90
WPKY833	Private Carrier Paging Service	GS	90
WPKY834	Private Carrier Paging Service	GS	90
WPKY836	Private Carrier Paging Service	GS	90
WPKZ926	Private Carrier Paging Service	GS	90
WPKZ931	Private Carrier Paging Service	GS	90
WPLQ248	Private Carrier Paging Service	GS	90
WPLQ250	Private Carrier Paging Service	GS	90
WPLR203	Private Carrier Paging Service	GS	90
WPLR263	Private Carrier Paging Service	GS	90
WPLR884	Private Carrier Paging Service	GS	90
WPLT427	Private Carrier Paging Service	GS	90
WPLT428	Private Carrier Paging Service	GS	90

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<i>CALL SIGN</i>	<i>RADIO SERVICE</i>	<i>CODE</i>	<i>PART</i>
WPLU371	Private Carrier Paging Service	GS	90
WPLU374	Private Carrier Paging Service	GS	90
WPLU375	Private Carrier Paging Service	GS	90
WPLU385	Private Carrier Paging Service	GS	90
WPLU471	Private Carrier Paging Service	GS	90
WPLU646	Private Carrier Paging Service	GS	90
WPLU647	Private Carrier Paging Service	GS	90
WPLU648	Private Carrier Paging Service	GS	90
WPLU649	Private Carrier Paging Service	GS	90
WPLV546	Private Carrier Paging Service	GS	90
WPMB735	Private Carrier Paging Service	GS	90
WPMB736	Private Carrier Paging Service	GS	90
WPME772	Private Carrier Paging Service	GS	90
WPME816	Private Carrier Paging Service	GS	90
WPME834	Private Carrier Paging Service	GS	90
WPME880	Private Carrier Paging Service	GS	90
WPMF743	Private Carrier Paging Service	GS	90
WPMH326	Private Carrier Paging Service	GS	90
WPMH328	Private Carrier Paging Service	GS	90

FCC 490

## FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB  
3060-0319  
Est. Avg. Burden Hours  
Per Response: 3 Hrs.FCC Use Only  
(File Number)Application for Assignment of Authorization  
or Consent to Transfer of Control of LicenseeCommercial Mobile Radio Services  
Rural Radiotelephone Service

FCC Use Only

## FILING FEE

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
See Associated FCC Form 159			\$	

## ASSIGNOR OR TRANSFEROR

T1. Name of Assignor or Transferor <b>Existing Shareholders of Arch Communications Group, Inc.</b>		T2. Voice Telephone Number (508) 870-6700	
T3. Assumed Name Used for Doing Business (if any)		T4. Fax Telephone Number (508) 898-1953	
T5. Mailing Street Address or P.O. Box 1800 West Park Drive, Suite 250			
T6. City Westborough		T7. State MA	T8. Zip Code 01581
T9. Name of Contact Representative (if other than Assignor or Transferor) Kathryn Zachem, Esq.		T10. Voice Telephone Number (202) 783-4141	
T11. Firm or Company Name Wilkinson, Barker, Knauer & Quinn, LLP		T12. Fax Telephone Number (202) 783-5851	
T13. Mailing Street Address or P.O. Box 2300 N Street, N.W., Suite 700			
T14. City Washington		T15. State DC	T16. Zip Code 20037

## TYPE OF TRANSACTION

T17. This application requests ( T )	<u>Assignment of authorization</u>	Consent to <u>Transfer of Control of Licensee</u>
T18. How will assignment or transfer of control be accomplished? ( O* )	<u>Sale or other transfer or assignment of stock</u> * See Section 11.C	<u>Other</u>
T19. This assignment of authorization or transfer of control of licensee is ( V )	<u>Voluntary</u>	<u>Involuntary</u>
T20. Will this be a <u>pro forma</u> assignment or transfer of control? ( N )	<u>Yes</u>	<u>No</u>
T21. Is local or state authorization required for this assignment or transfer of control? ( ** ) <u>Yes</u> <u>No</u> ** Applicant will obtain all requisite state/local approvals		

**AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED**

[illegible]

## ASSIGNMENT OF STOCK

Stock	Number of Shares	Classification
Shares to be transferred	T27. See Section II.C	T28. See Section II.C
Shares issued and outstanding	T29. See Section II.C	T30. See Section II.C
Shares authorized	T31. See Section II.C	T32. See Section II.C

## ASSIGNEE OR TRANSFEREE

T33. Name of Assignee or Transferee See also FCC Form 430 at Section VII.D New Shareholders of Arch Communications Group, Inc.		T34. Voice Telephone Number (508) 898-0962	
T35. Assumed Name Used for Doing Business (if any) 1800 West Park Drive, Suite 250		T36. Fax Telephone Number (508) 898-1953	
T37. Mailing Street Address or P.O. Box			
T38. City Westborough		T39. State MA	T40. Zip Code 01581

## NEW LICENSEE INFORMATION

T41. Legal Name of Licensee Westlink Licensee Corporation		T42. Voice Telephone Number (508) 870-6700	
T43. Assumed Name Used for Doing Business (if any)		T44. Fax Telephone Number (508) 870-2760	
T45. Mailing Street Address or P.O. Box 1800 West Park Drive, Suite 250			
T46. City Westborough		T47. State MA	T48. Zip Code 01581
T49. Taxpayer Identification Number 33-0598814		T50. Internet or e-mail address	

## ALIEN OWNERSHIP

T51. Is the assignee or transferee a foreign government or the representative of any foreign government?	( N )	<u>Yes</u>	<u>No</u>
T52. Is the assignee or transferee an alien or the representative of an alien?	( N )	<u>Yes</u>	<u>No</u>
T53. Is the assignee or transferee a corporation organized under the laws of any foreign government?	( N )	<u>Yes</u>	<u>No</u>
T54. Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	( N )	<u>Yes</u>	<u>No</u>
T55. Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	( N )	<u>Yes</u>	<u>No</u>

• If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.

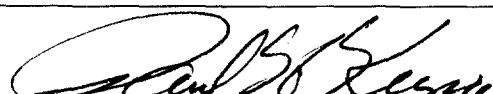


## BASIC QUALIFICATIONS

T56. Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	( N )	<u>Yes</u>	No
See Section II.B			
T57. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	( N )	<u>Yes</u>	No
T58. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	( N )	<u>Yes</u>	No
T59. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	( N )	<u>Yes</u>	No


## ASSIGNOR OR TRANSFEROR CERTIFICATION

The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.

T60. Typed Name of Person Signing Paul H. Kuzia	T61. Title Executive Vice President, Technology and Regulatory Affairs
T62. Signature 	T63. Date AUG 26 1998

## ASSIGNEE OR TRANSFeree CERTIFICATION

The ASSIGNEE or TRANSFeree waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

T64. The assignee or transferee is a (an) ( C ) Individual Unincorporated Association Partnership Corporation	
T65. Typed Name of Person Signing Paul H. Kuzia	T66. Title Executive Vice President, Technology and Regulatory Affairs
T67. Signature 	T68. Date AUG 26 1998

**WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).**

**WESTLINK LICENSEE CORPORATION**

In response to Items T22 - T26, Westlink Licensee Corporation submits that it holds authorizations (or has authorizations pending) for call signs listed below in the Private Carrier Paging Service (GS). These authorizations were obtained through the voluntary assignment of authorization (VA), voluntary transfer of control (VT), or uncontested applications (UA).

<i>CALL SIGN</i>	<i>RADIO SERVICE</i>	<i>CODE</i>	<i>PART</i>
KNGJ215	Private Carrier Paging Service	GS	90
Pending	Private Carrier Paging Service	GS	90

FCC 490

## FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB  
3060-0319  
Est. Avg. Burden Hours  
Per Response: 3 Hrs.FCC Use Only  
(File Number)Application for Assignment of Authorization  
or Consent to Transfer of Control of LicenseeCommercial Mobile Radio Services  
Rural Radiotelephone Service

FCC Use Only

## FILING FEE

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
See Associated FCC Form 159			\$	

## ASSIGNOR OR TRANSFEROR

T1. Name of Assignor or Transferor <b>Existing Shareholders of Arch Communications Group, Inc.</b>		T2. Voice Telephone Number (508) 870-6700	
T3. Assumed Name Used for Doing Business (if any)		T4. Fax Telephone Number (508) 898-1953	
T5. Mailing Street Address or P.O. Box 1800 West Park Drive, Suite 250			
T6. City Westborough		T7. State MA	T8. Zip Code 01581
T9. Name of Contact Representative (if other than Assignor or Transferor) Kathryn Zachem, Esq.		T10. Voice Telephone Number (202) 783-4141	
T11. Firm or Company Name Wilkinson, Barker, Knauer & Quinn, LLP		T12. Fax Telephone Number (202) 783-5851	
T13. Mailing Street Address or P.O. Box 2300 N Street, N.W., Suite 700			
T14. City Washington		T15. State DC	T16. Zip Code 20037

## TYPE OF TRANSACTION

T17. This application requests ( T )	<u>Assignment of authorization</u>	Consent to <u>T</u> ransfer of Control of Licensee
T18. How will assignment or transfer of control be accomplished? ( O* )	<u>Sale or other transfer or assignment of stock</u> * See Section 11.C	<u>Other</u>
T19. This assignment of authorization or transfer of control of licensee is ( V )	<u>Voluntary</u>	<u>Involuntary</u>
T20. Will this be a <u>pro forma</u> assignment or transfer of control? ( N )	<u>Yes</u>	<u>No</u>
T21. Is local or state authorization required for this assignment or transfer of control? ( ** ) <u>Yes</u> <u>No</u> ** Applicant will obtain all requisite state/local approvals		

**AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED**

[illegible]

## ASSIGNMENT OF STOCK

Stock	Number of Shares	Classification
Shares to be transferred	T27. See Section II.C	T28. See Section II.C
Shares issued and outstanding	T29. See Section II.C	T30. See Section II.C
Shares authorized	T31. See Section II.C	T32. See Section II.C

## ASSIGNEE OR TRANSFEREE

T33. Name of Assignee or Transferee See also FCC Form 430 at Section VII.D New Shareholders of Arch Communications Group, Inc.		T34. Voice Telephone Number (508) 898-0962	
T35. Assumed Name Used for Doing Business (if any) 1800 West Park Drive, Suite 250		T36. Fax Telephone Number (508) 898-1953	
T37. Mailing Street Address or P.O. Box			
T38. City Westborough		T39. State MA	T40. Zip Code 01581

## NEW LICENSEE INFORMATION

T41. Legal Name of Licensee Arch Southeast Communications, Inc.		T42. Voice Telephone Number (508) 870-6700	
T43. Assumed Name Used for Doing Business (if any)		T44. Fax Telephone Number (508) 870-2760	
T45. Mailing Street Address or P.O. Box 1800 West Park Drive, Suite 250			
T46. City Westborough		T47. State MA	T48. Zip Code 01581
T49. Taxpayer Identification Number 62-1298311		T50. Internet or e-mail address	

## ALIEN OWNERSHIP

T51. Is the assignee or transferee a foreign government or the representative of any foreign government?	( N )	<u>Yes</u>	<u>No</u>
T52. Is the assignee or transferee an alien or the representative of an alien?	( N )	<u>Yes</u>	<u>No</u>
T53. Is the assignee or transferee a corporation organized under the laws of any foreign government?	( N )	<u>Yes</u>	<u>No</u>
T54. Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	( N )	<u>Yes</u>	<u>No</u>
T55. Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	( N )	<u>Yes</u>	<u>No</u>

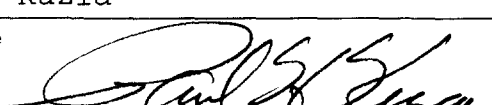
• If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.

## BASIC QUALIFICATIONS

T56. Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	( N )	<u>Yes</u>	<u>No</u>
See Section II.B			
T57. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	( N )	<u>Yes</u>	<u>No</u>
T58. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	( N )	<u>Yes</u>	<u>No</u>
T59. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	( N )	<u>Yes</u>	<u>No</u>

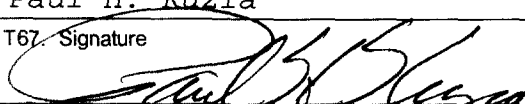
## ASSIGNOR OR TRANSFEROR CERTIFICATION

The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.

T60. Typed Name of Person Signing Paul H. Kuzia	T61. Title Executive Vice President, Technology and Regulatory Affairs
T62. Signature 	T63. Date AUG 26 1998

## ASSIGNEE OR TRANSFeree CERTIFICATION

The ASSIGNEE or TRANSFeree waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

T64. The assignee or transferee is a (an) ( C ) Individual Unincorporated Association Partnership Corporation			
T65. Typed Name of Person Signing Paul H. Kuzia	T66. Title Executive Vice President, Technology and Regulatory Affairs		
T67. Signature 	T68. Date AUG 26 1998		

**WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).**

## ARCH SOUTHEAST COMMUNICATIONS, INC.

In response to Items T22 - T26, Arch Southeast Communications, Inc. submits that it holds authorizations (or has authorizations pending) for call signs listed below in the Private Carrier Paging Service (GS). These authorizations were obtained through the voluntary assignment of authorization (VA), voluntary transfer of control (VT), or uncontested applications (UA).

<i><b>CALL SIGN</b></i>	<i><b>RADIO SERVICE</b></i>	<i><b>CODE</b></i>	<i><b>PART</b></i>
KNNF531	Private Carrier Paging Service	GS	90
KNNF532	Private Carrier Paging Service	GS	90
KNNF548	Private Carrier Paging Service	GS	90
KNNF549	Private Carrier Paging Service	GS	90
KNNF550	Private Carrier Paging Service	GS	90
KNNF551	Private Carrier Paging Service	GS	90
KNNF552	Private Carrier Paging Service	GS	90
KNNF554	Private Carrier Paging Service	GS	90
KNNF674	Private Carrier Paging Service	GS	90
KNNP821	Private Carrier Paging Service	GS	90
KNNP922	Private Carrier Paging Service	GS	90
KNNW268	Private Carrier Paging Service	GS	90
KNNW844	Private Carrier Paging Service	GS	90
WNZI937	Private Carrier Paging Service	GS	90
WPAD804	Private Carrier Paging Service	GS	90
WPAD806	Private Carrier Paging Service	GS	90
WPAF300	Private Carrier Paging Service	GS	90
WPAJ456	Private Carrier Paging Service	GS	90
WPAJ457	Private Carrier Paging Service	GS	90
WPAJ477	Private Carrier Paging Service	GS	90
WPAN758	Private Carrier Paging Service	GS	90
WPAR435	Private Carrier Paging Service	GS	90
WPAR454	Private Carrier Paging Service	GS	90
WPAT303	Private Carrier Paging Service	GS	90
WPAZ626	Private Carrier Paging Service	GS	90
WPAZ683	Private Carrier Paging Service	GS	90
WPBF665	Private Carrier Paging Service	GS	90
WPBG847	Private Carrier Paging Service	GS	90

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<i><b>CALL SIGN</b></i>	<i><b>RADIO SERVICE</b></i>	<i><b>CODE</b></i>	<i><b>PART</b></i>
WPBG848	Private Carrier Paging Service	GS	90
WPBG850	Private Carrier Paging Service	GS	90
WPBJ844	Private Carrier Paging Service	GS	90
WPBM950	Private Carrier Paging Service	GS	90
WPBM951	Private Carrier Paging Service	GS	90
WPBN999	Private Carrier Paging Service	GS	90
WPBP222	Private Carrier Paging Service	GS	90
WPBP228	Private Carrier Paging Service	GS	90
WPBP229	Private Carrier Paging Service	GS	90
WPBP240	Private Carrier Paging Service	GS	90
WPBP241	Private Carrier Paging Service	GS	90
WPBP244	Private Carrier Paging Service	GS	90
WPBP246	Private Carrier Paging Service	GS	90
WPBU600	Private Carrier Paging Service	GS	90
WPBU637	Private Carrier Paging Service	GS	90
WPBU671	Private Carrier Paging Service	GS	90
WPBY932	Private Carrier Paging Service	GS	90
WPBY939	Private Carrier Paging Service	GS	90
WPCB973	Private Carrier Paging Service	GS	90
WPCC238	Private Carrier Paging Service	GS	90
WPCC240	Private Carrier Paging Service	GS	90
WPCC242	Private Carrier Paging Service	GS	90
WPCC254	Private Carrier Paging Service	GS	90
WPCE352	Private Carrier Paging Service	GS	90
WPDH746	Private Carrier Paging Service	GS	90
WPDJ923	Private Carrier Paging Service	GS	90
WPDR297	Private Carrier Paging Service	GS	90
WPDR298	Private Carrier Paging Service	GS	90
WPDV642	Private Carrier Paging Service	GS	90
WPDV643	Private Carrier Paging Service	GS	90
WPDV789	Private Carrier Paging Service	GS	90
WPDV790	Private Carrier Paging Service	GS	90
WPDW393	Private Carrier Paging Service	GS	90
WPDW394	Private Carrier Paging Service	GS	90
WPEB470	Private Carrier Paging Service	GS	90



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<i><b>CALL SIGN</b></i>	<i><b>RADIO SERVICE</b></i>	<i><b>CODE</b></i>	<i><b>PART</b></i>
WPEF549	Private Carrier Paging Service	GS	90
WPEF550	Private Carrier Paging Service	GS	90
WPEI786	Private Carrier Paging Service	GS	90
WPEI806	Private Carrier Paging Service	GS	90
WPEI958	Private Carrier Paging Service	GS	90
WPEI967	Private Carrier Paging Service	GS	90
WPEJ935	Private Carrier Paging Service	GS	90
WPEJ936	Private Carrier Paging Service	GS	90
WPEM212	Private Carrier Paging Service	GS	90
WPEM575	Private Carrier Paging Service	GS	90
WPEM576	Private Carrier Paging Service	GS	90
WPEM577	Private Carrier Paging Service	GS	90
WPEM580	Private Carrier Paging Service	GS	90
WPEM581	Private Carrier Paging Service	GS	90
WPEM582	Private Carrier Paging Service	GS	90
WPEM584	Private Carrier Paging Service	GS	90
WPEM585	Private Carrier Paging Service	GS	90
WPEM586	Private Carrier Paging Service	GS	90
WPEM587	Private Carrier Paging Service	GS	90
WPEM616	Private Carrier Paging Service	GS	90
WPEM632	Private Carrier Paging Service	GS	90
WPEN418	Private Carrier Paging Service	GS	90
WPEN887	Private Carrier Paging Service	GS	90
WPEN891	Private Carrier Paging Service	GS	90
WPEQ456	Private Carrier Paging Service	GS	90
WPEQ882	Private Carrier Paging Service	GS	90
WPEQ883	Private Carrier Paging Service	GS	90
WPFF253	Private Carrier Paging Service	GS	90
WPFF261	Private Carrier Paging Service	GS	90
WPFF281	Private Carrier Paging Service	GS	90
WPFF285	Private Carrier Paging Service	GS	90
WPFF309	Private Carrier Paging Service	GS	90
WPFF856	Private Carrier Paging Service	GS	90
WPFF868	Private Carrier Paging Service	GS	90
WPPG273	Private Carrier Paging Service	GS	90

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<i>CALL SIGN</i>	<i>RADIO SERVICE</i>	<i>CODE</i>	<i>PART</i>
WPFH276	Private Carrier Paging Service	GS	90
WPFH277	Private Carrier Paging Service	GS	90
WPFH613	Private Carrier Paging Service	GS	90
WPFH946	Private Carrier Paging Service	GS	90
WPFH959	Private Carrier Paging Service	GS	90
WPFH960	Private Carrier Paging Service	GS	90
WPFH964	Private Carrier Paging Service	GS	90
WPFH987	Private Carrier Paging Service	GS	90
WPFH207	Private Carrier Paging Service	GS	90
WPFH525	Private Carrier Paging Service	GS	90
WPFH529	Private Carrier Paging Service	GS	90
WPFH553	Private Carrier Paging Service	GS	90
WPFH557	Private Carrier Paging Service	GS	90
WPFH561	Private Carrier Paging Service	GS	90
WPFH569	Private Carrier Paging Service	GS	90
WPFH574	Private Carrier Paging Service	GS	90
WPFH577	Private Carrier Paging Service	GS	90
WPFH598	Private Carrier Paging Service	GS	90
WPFH631	Private Carrier Paging Service	GS	90
WPFH547	Private Carrier Paging Service	GS	90
WPFH556	Private Carrier Paging Service	GS	90
WPFH264	Private Carrier Paging Service	GS	90
WPFH265	Private Carrier Paging Service	GS	90
WPFH266	Private Carrier Paging Service	GS	90
WPFH270	Private Carrier Paging Service	GS	90
WPFH277	Private Carrier Paging Service	GS	90
WPFH322	Private Carrier Paging Service	GS	90
WPFH341	Private Carrier Paging Service	GS	90
WPFH345	Private Carrier Paging Service	GS	90
WPFH346	Private Carrier Paging Service	GS	90
WPFH349	Private Carrier Paging Service	GS	90
WPFH958	Private Carrier Paging Service	GS	90
WPFH815	Private Carrier Paging Service	GS	90
WPFH241	Private Carrier Paging Service	GS	90
WPGH352	Private Carrier Paging Service	GS	90

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<i><b>CALL SIGN</b></i>	<i><b>RADIO SERVICE</b></i>	<i><b>CODE</b></i>	<i><b>PART</b></i>
WPGI911	Private Carrier Paging Service	GS	90
WPGR668	Private Carrier Paging Service	GS	90
WPGR669	Private Carrier Paging Service	GS	90
WPGT533	Private Carrier Paging Service	GS	90
WPGU262	Private Carrier Paging Service	GS	90
WPGV520	Private Carrier Paging Service	GS	90
WPHD736	Private Carrier Paging Service	GS	90
WPHD767	Private Carrier Paging Service	GS	90
WPHD829	Private Carrier Paging Service	GS	90
WPHD878	Private Carrier Paging Service	GS	90
WPHD882	Private Carrier Paging Service	GS	90
WPHD949	Private Carrier Paging Service	GS	90
WPHE377	Private Carrier Paging Service	GS	90
WPHF337	Private Carrier Paging Service	GS	90
WPHF341	Private Carrier Paging Service	GS	90
WPHF577	Private Carrier Paging Service	GS	90
WPHF642	Private Carrier Paging Service	GS	90
WPHG423	Private Carrier Paging Service	GS	90
WPHG424	Private Carrier Paging Service	GS	90
WPHG431	Private Carrier Paging Service	GS	90
WPHG432	Private Carrier Paging Service	GS	90
WPHI414	Private Carrier Paging Service	GS	90
WPHI415	Private Carrier Paging Service	GS	90
WPHI515	Private Carrier Paging Service	GS	90
WPHK242	Private Carrier Paging Service	GS	90
WPHK246	Private Carrier Paging Service	GS	90
WPHM891	Private Carrier Paging Service	GS	90
WPHM895	Private Carrier Paging Service	GS	90
WPHN673	Private Carrier Paging Service	GS	90
WPHN728	Private Carrier Paging Service	GS	90
WPHN744	Private Carrier Paging Service	GS	90
WPHN745	Private Carrier Paging Service	GS	90
WPHR511	Private Carrier Paging Service	GS	90
WPHV592	Private Carrier Paging Service	GS	90
WPHV853	Private Carrier Paging Service	GS	90

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<i><b>CALL SIGN</b></i>	<i><b>RADIO SERVICE</b></i>	<i><b>CODE</b></i>	<i><b>PART</b></i>
WPHY829	Private Carrier Paging Service	GS	90
WPHY961	Private Carrier Paging Service	GS	90
WPHY962	Private Carrier Paging Service	GS	90
WPIA730	Private Carrier Paging Service	GS	90
WPIA731	Private Carrier Paging Service	GS	90
WPIC885	Private Carrier Paging Service	GS	90
WPIC886	Private Carrier Paging Service	GS	90
WPID274	Private Carrier Paging Service	GS	90
WPID278	Private Carrier Paging Service	GS	90
WPIE904	Private Carrier Paging Service	GS	90
WPIE914	Private Carrier Paging Service	GS	90
WPIF442	Private Carrier Paging Service	GS	90
WPIF446	Private Carrier Paging Service	GS	90
WPIR809	Private Carrier Paging Service	GS	90
WPIW583	Private Carrier Paging Service	GS	90
WPIW955	Private Carrier Paging Service	GS	90
WPIX218	Private Carrier Paging Service	GS	90
WPIX219	Private Carrier Paging Service	GS	90
WPIY395	Private Carrier Paging Service	GS	90
WPJI886	Private Carrier Paging Service	GS	90
WPJI887	Private Carrier Paging Service	GS	90
WPJI902	Private Carrier Paging Service	GS	90
WPJI903	Private Carrier Paging Service	GS	90
WPJI939	Private Carrier Paging Service	GS	90
WPJI980	Private Carrier Paging Service	GS	90
WPJJ202	Private Carrier Paging Service	GS	90
WPJJ203	Private Carrier Paging Service	GS	90
WPJJ205	Private Carrier Paging Service	GS	90
WPJJ208	Private Carrier Paging Service	GS	90
WPJJ209	Private Carrier Paging Service	GS	90
WPJJ210	Private Carrier Paging Service	GS	90
WPJJ232	Private Carrier Paging Service	GS	90
WPJN339	Private Carrier Paging Service	GS	90
WPJN340	Private Carrier Paging Service	GS	90
WPJN345	Private Carrier Paging Service	GS	90

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<i>CALL SIGN</i>	<i>RADIO SERVICE</i>	<i>CODE</i>	<i>PART</i>
WPJN770	Private Carrier Paging Service	GS	90
WPJN771	Private Carrier Paging Service	GS	90
WPJN811	Private Carrier Paging Service	GS	90
WPJQ588	Private Carrier Paging Service	GS	90
WPJS494	Private Carrier Paging Service	GS	90
WPJS540	Private Carrier Paging Service	GS	90
WPJS542	Private Carrier Paging Service	GS	90
WPJS675	Private Carrier Paging Service	GS	90
WPJU517	Private Carrier Paging Service	GS	90
WPJU518	Private Carrier Paging Service	GS	90
WPKB753	Private Carrier Paging Service	GS	90
WPKD684	Private Carrier Paging Service	GS	90
WPKD687	Private Carrier Paging Service	GS	90
WPKD689	Private Carrier Paging Service	GS	90
WPKE393	Private Carrier Paging Service	GS	90
WPKE460	Private Carrier Paging Service	GS	90
WPKE461	Private Carrier Paging Service	GS	90

FCC 490

## FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB  
3060-0319  
Est. Avg. Burden Hours  
Per Response: 3 Hrs.FCC Use Only  
(File Number)Application for Assignment of Authorization  
or Consent to Transfer of Control of LicenseeCommercial Mobile Radio Services  
Rural Radiotelephone Service

FCC Use Only

## FILING FEE

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
See Associated FCC Form 159			\$	

## ASSIGNOR OR TRANSFEROR

T1. Name of Assignor or Transferor <b>Existing Shareholders of Arch Communications Group, Inc.</b>		T2. Voice Telephone Number (508) 870-6700	
T3. Assumed Name Used for Doing Business (if any)		T4. Fax Telephone Number (508) 898-1953	
T5. Mailing Street Address or P.O. Box 1800 West Park Drive, Suite 250			
T6. City Westborough		T7. State MA	T8. Zip Code 01581
T9. Name of Contact Representative (if other than Assignor or Transferor) Kathryn Zachem, Esq.		T10. Voice Telephone Number (202) 783-4141	
T11. Firm or Company Name Wilkinson, Barker, Knauer & Quinn, LLP		T12. Fax Telephone Number (202) 783-5851	
T13. Mailing Street Address or P.O. Box 2300 N Street, N.W., Suite 700			
T14. City Washington		T15. State DC	T16. Zip Code 20037

## TYPE OF TRANSACTION

T17. This application requests ( T )	<u>Assignment of authorization</u>	Consent to <u>T</u> ransfer of Control of Licensee
T18. How will assignment or transfer of control be accomplished? ( O* )	<u>Sale or other transfer or assignment of stock</u> * See Section II.C	<u>Other</u>
T19. This assignment of authorization or transfer of control of licensee is ( V )	<u>Voluntary</u>	<u>Involuntary</u>
T20. Will this be a <u>pro forma</u> assignment or transfer of control? ( N )	<u>Yes</u>	<u>No</u>
T21. Is local or state authorization required for this assignment or transfer of control? ( ** ) <u>Yes</u> <u>No</u> ** Applicant will obtain all requisite state/local approvals		

**AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED**

[illegible]

## ASSIGNMENT OF STOCK

Stock	Number of Shares	Classification
Shares to be transferred	T27. See Section II.C	T28. See Section II.C
Shares issued and outstanding	T29. See Section II.C	T30. See Section II.C
Shares authorized	T31. See Section II.C	T32. See Section II.C

## ASSIGNEE OR TRANSFEREE

T33. Name of Assignee or Transferee See also FCC Form 430 at Section VII.D New Shareholders of Arch Communications Group, Inc.		T34. Voice Telephone Number (508) 898-0962	
T35. Assumed Name Used for Doing Business (if any) 1800 West Park Drive, Suite 250		T36. Fax Telephone Number (508) 898-1953	
T37. Mailing Street Address or P.O. Box			
T38. City Westborough		T39. State MA	T40. Zip Code 01581

## NEW LICENSEE INFORMATION

T41. Legal Name of Licensee Arch Communications Services, Inc.		T42. Voice Telephone Number (508) 870-6700	
T43. Assumed Name Used for Doing Business (if any)		T44. Fax Telephone Number (508) 870-2760	
T45. Mailing Street Address or P.O. Box 1800 West Park Drive, Suite 250			
T46. City Westborough		T47. State MA	T48. Zip Code 01581
T49. Taxpayer Identification Number 04-3075092		T50. Internet or e-mail address	

## ALIEN OWNERSHIP

T51. Is the assignee or transferee a foreign government or the representative of any foreign government?	( N )	<u>Yes</u>	<u>No</u>
T52. Is the assignee or transferee an alien or the representative of an alien?	( N )	<u>Yes</u>	<u>No</u>
T53. Is the assignee or transferee a corporation organized under the laws of any foreign government?	( N )	<u>Yes</u>	<u>No</u>
T54. Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	( N )	<u>Yes</u>	<u>No</u>
T55. Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? • If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.	( N )	<u>Yes</u>	<u>No</u>




## BASIC QUALIFICATIONS

<p>T56. Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?</p>	<p>( N )</p>	<p><u>Yes</u></p>	<p><u>No</u></p>
<p>See Section II.B</p>			
<p>T57. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?</p>	<p>( N )</p>	<p><u>Yes</u></p>	<p><u>No</u></p>
<p>T58. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?</p>	<p>( N )</p>	<p><u>Yes</u></p>	<p><u>No</u></p>
<p>T59. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?</p>	<p>( N )</p>	<p><u>Yes</u></p>	<p><u>No</u></p>


## ASSIGNOR OR TRANSFEROR CERTIFICATION

The **ASSIGNOR** or **TRANSFEROR** represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.

<p>T60. Typed Name of Person Signing</p> <p>Paul H. Kuzia</p>	<p>T61. Title</p> <p>Executive Vice President, Technology and Regulatory Affairs</p>
<p>T62. Signature</p> 	<p>T63. Date</p> <p>AUG 26 1998</p>

## ASSIGNEE OR TRANSFeree CERTIFICATION

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<p>T64. The assignee or transferee is a (an)    ( C )    Individual    Unincorporated Association    Partnership    Corporation</p>			
<p>T65. Typed Name of Person Signing</p> <p>Paul H. Kuzia</p>	<p>T66. Title</p> <p>Executive Vice President, Technology and Regulatory Affairs</p>		
<p>T67. Signature</p> 	<p>T68. Date</p> <p>AUG 26 1998</p>		

**WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).**